## FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION SEB VISI Washington, D.C. 20549 Mail Progessing

FORM D

APR 28 2008

Section

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D,

**SECTION 4(6), AND/OR** 

OMB APPROVAL OMB Number: 3235-0076 Expires: April 30,2008
Estimated average burden hours per response.....16.00

SEC	USE ONLY
Prefix	Serial
DATE	RECEIVED
	1

Washington, DC SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEM	PTION DATE RECEIVED
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)	
Promissory Notes	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	
Verance Corporation	08049219
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
4435 Eastgate Mall, Suite 350, San Diego, CA 92121	(858) 202-2800
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Same as above	Same as above
Brief Description of Business  Developing digital rights management technology components and providing information se	nuices related to transmission, recention, or oth
usage of multimedia content.	rvices related to transmission, reception, or oth
Type of Business Organization	DD -
corporation   limited partnership, already formed   other (j	please specify): PROCESSED
	WAY A
Month Year Actual or Estimated Date of Incorporation or Organization: 08 99 ✔ Actual Estin	PROCESSED MAY 0 2 2008
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State	THOMOON
CN for Canada; FN for other foreign jurisdiction)	THOMSON REUTERS
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D. 77d(6).	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be which it is due, on the date it was mailed by United States registered or certified mail to that address.	
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20	1549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manual photocopies of the manually signed copy or bear typed or printed signatures.	ly signed. Any copies not manually signed must be
Information Required: A new filing must contain all information requested. Amendments need only report thereto, the information requested in Part C, and any material changes from the information previously supported by filed with the SEC.	
Filing Fee: There is no federal filing fee.	
State:	
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for substitution of the Uniform Limited Offering Exemption (ULOE) for substitution of the substitution of the substitution of the substitution of the claim for accompany this form. This notice shall be filed in the appropriate states in accordance with state law, this notice and must be completed.	Securities Administrator in each state where sales or the exemption, a fee in the proper amount shall
ATTENTION	
Failure to file notice in the appropriate states will not result in a loss of the federal examples appropriate federal notice will not result in a loss of an available state exemption unity filling of a federal notice.	

A. BASIC IDENTIFICATION DATA		
2. Enter the information requested for the following:		
<ul> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> </ul>		
Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of the control of the contro	of, 10% or more of	Ta class of equity securities of the issuer.
Each executive officer and director of corporate issuers and of corporate general and man	naging partners of	partnership issuers; and
Each general and managing partner of partnership issuers.		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)		
Holden, Christopher		
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Verance Corporation, 4435 Eastgate Mall, Suite 350, San Diego, CA 92121		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Wright, Mark K.		
Business or Residence Address (Number and Street, City, State, Zip Code)		
c/o Verance Corporation, 4435 Eastgate Mall, Suite 350, San Diego, CA 92121		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	<b>☑</b> Director	General and/or Managing Partner
Full Name (Last name first, if individual) Shah, Nilesh		<u> </u>
Business or Residence Address (Number and Street, City, State, Zip Code)		
c/o Verance Corporation, 4435 Eastgate Mall, Suite 350, San Diego, CA 92121		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if individual)		
Green, Stephen		
Business or Residence Address (Number and Street, City, State, Zip Code)		
c/o Verance Corporation, 4435 Eastgate Mall, Suite 350, San Diego, CA 92121		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Constellation Ventures	-	
Business or Residence Address (Number and Street, City, State, Zip Code) 383 Madison Avenue, New York, NY 10179		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Canaan Partners		
Business or Residence Address (Number and Street, City, State, Zip Code) 105 Rowayton Avenue, Rowayton, CT 06853		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Blue Chip Venture Company		
Business or Residence Address (Number and Street, City, State, Zip Code) 250 East 5th Street, 1100 Chiquita Center, Cincinnati, OH 45202		

				A. BASIC IDE	NTIE	FICATION DATA				
2. Ente	r the information re	equested for the fol	lowin	g:						
•	Each promoter of	the issuer, if the iss	uer h	as been organized wi	ithin t	he past five years;				
•	Each beneficial ow	mer having the pow	er to v	ote or dispose, or dir	ect th	e vote or disposition	of, 10	% or more o	f a clas	s of equity securities of the issuer.
•	Each executive off	ficer and director o	f corp	orate issuers and of	corpo	rate general and man	aging	partners of	partne	ership issuers; and
•	Each general and r	nanaging partner o	f part	nership issuers.						
Check Bo	ox(es) that Apply:	Promoter		Beneficial Owner	Ø	Executive Officer		Director		General and/or Managing Partner
Full Name	e (Last name first, i	if individual)					· <u>-</u>			
	or Residence Addre			t, City, State, Zip Co 92121	de)					
Check Bo	ox(es) that Apply:	Promoter	Ż	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Nam	e (Last name first,	if individual)							_	
Court S	quare Ventures I	, LLC								
	or Residence Addre			t, City, State, Zip Co	de)					
	ox(es) that Apply:	Promoter	Ø	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
	e (Last name first, Generation Syste									
Business	or Residence Addre	ess (Number and	Stree	t, City, State, Zip Co	ode)		•			
750 W.	John Carpenter F	reeway, Suite 7	00, Ir	ving, TX 75039						
Check Bo	ox(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Nam	e (Last name first,	if individual)					-	• •••		
Business	or Residence Addre	ess (Number and	Stree	t, City, State, Zip Co	ode)					- M
Check Bo	ox(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Nam	e (Last name first,	if individual)								
Business	or Residence Addr	ess (Number and	Stree	t, City, State, Zip Co	ode)					
Check Bo	ox(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Nam	e (Last name first,	if individual)	•	_				·· <u>·</u>	_	- 1.11
Business	or Residence Addr	ess (Number and	Stree	t, City, State, Zip Co	ode)					
Check Bo	ox(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Nam	e (Last name first,	if individual)								<del>-</del>
Business	or Residence Addr	ess (Number and	Stree	t, City, State, Zip Co	ode)			· -		

			• •	•	B, II	NFORMATI	ON ABOU	T OFFERI	NG				
1	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									Yes	No First		
1.	Answer also in Appendix, Column 2, if filing under ULOE.									••••••	L	X	
2.										\$_1,00	00.00		
												Yes	No
3.			permit join										X
4.	commis If a pers or states	sion or sim on to be lis s, list the na	ion request ilar remune ted is an ass ime of the b you may s	ration for s sociated pe roker or de	olicitation rson or age aler. If mo	of purchase int of a brok ore than five	ers in conne er or deale (5) persor	ection with r registered as to be list	sales of sec I with the S ed are asso	curities in t EC and/or	he offering. with a state		
Ful	l Name (l	Last name	first, if ind	ividual)									
Bus	siness or	Residence	Address (N	lumber and	l Street, Ci	ity, State, Z	ip Code)						
Nai	ne of Ass	sociated Br	oker or De	aler									
Sta	tes in Wh	ich Person	Listed Has	s Solicited	or Intends	to Solicit I	Purchasers				<u>-</u>		
	(Check	"All States	s" or check	individual	States)		••••••					□ VII	States
	AL IL MT RI	AK IN NE SC	IA NV SD	KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Ful	l Name (	Last name	first, if ind	ividual)									
Bu	siness or	Residence	: Address (1	Number an	d Street, C	Sity, State, 2	Zip Code)				<del>-</del>		
Nai	me of Ass	sociated B	roker or De	aler								***	<u></u> -
Sta			Listed Ha										
	(Check	"All State:	s" or check	individual	States)		•••••	***************	***************************************		**************	☐ Al	l States
	AL IL MT RI	IN NE SC	IA NV SD	KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Ful	l Name (	Last name	first, if ind	ividual)					<del></del> -				
Bu	siness or	Residence	Address (	Number an	d Street, C	City, State, 2	Zip Code)				***		
Na	me of As	sociated B	roker or De	aler									
Sta	tes in Wh	nich Persor	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All State:	s" or check	individual	States)	••••	*******					☐ Al	l States
	AL IL MT	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	7,750,000.10	° 3,550,000.10
	Equity		
	☐ Common ☐ Preferred	<u> </u>	<u> </u>
	Convertible Securities (including warrants)		\$
	Partnership Interests		
	Other (Specify)		
	Total	7,750,000.10	¢ 3.550.000.10
	Answer also in Appendix, Column 3, if filing under ULOE.	P	<b>4</b> -,,
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	8	s_3,550,000.10
	Non-accredited Investors	0	s 0.00
	Total (for filings under Rule 504 only)		S
	Answer also in Appendix, Column 4, if filing under ULOE.		-
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
		Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		S
	Total		\$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$ 25,000.00
	Accounting Fees		\$
	Engineering Fees	<u> </u>	\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total		\$ 25,000.00

	C. OFFERING PRICE	, NUMBER OF INVESTORS, EXPENSES	S AND USE OF PROCEEDS	
	b. Enter the difference between the aggregate and total expenses furnished in response to Paproceeds to the issuer."	rt C - Question 4.a. This difference is the	e "adjusted gross	\$
i.	Indicate below the amount of the adjusted greach of the purposes shown. If the amount check the box to the left of the estimate. The proceeds to the issuer set forth in response	for any purpose is not known, furnish total of the payments listed must equal th	an estimate and	
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees		\$	_ 🗆 \$
	Purchase of real estate		<u> </u>	🗆 \$
	Purchase, rental or leasing and installation and equipment	of machinery	\$	
	Construction or leasing of plant buildings a	and facilities		_ 🗆 \$
	Acquisition of other businesses (including offering that may be used in exchange for t issuer pursuant to a merger)	he assets or securities of another		П\$
	Repayment of indebtedness			_
	Working capital			
	Other (specify):		s	\$
			s	
	Column Totals		<u>0.00</u>	_ <b>[</b> \$ 7,725,000.1
	Total Payments Listed (column totals added	d)	Z \$	7,725,000.10
		D. FEDERAL SIGNATURE		
ig	e issuer has duly caused this notice to be signed nature constitutes an undertaking by the issue information furnished by the issuer to any n	r to furnish to the U.S. Securities and Ex	cchange Commission, upon write	
SS	uer (Print or Type)	Signature	Date	
٧	erance Corporation		March, 200	08
٧a	me of Signer (Print or Type)	Title of Signer (Print or Type)	<u> </u>	
. 1	Mario Petrocco	Chief Financial Officer		

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No <b>X</b>
	See Appendix, Column 5, for state response.		

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature 1 Date Oxid 18 2000
Verance Corporation	1 Muio le hocce March 2008
Name (Print or Type)	Title (Print of Type)
F. Mario Petrocco	Chief Financial Officer

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				AF	PENDIX					
1	Intend to non-a investor:	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	4  Type of investor and amount purchased in State  (Part C-Item 2)					5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	Promissory Notes	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL					:					
AK										
AZ										
AR										
CA										
со										
СТ		X	\$2,092,338.66	2	\$2,092,338.	0	\$0.00		X	
DE										
DC										
FL										
GA										
ні										
ID										
IL										
IN										
IA										
KS										
KY										
LA										
ME										
MĐ										
MA								-		
MI										
MN										
MS										

L	APPENDIX											
1	Intend to non-a investors	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pur	investor and rchased in State C-Item 2)		under Sta (if yes, explant waiver	ification ate ULOE			
State	Yes	No	Promissory Notes	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No			
мо			,						l l			
МТ												
NE												
NV												
NH												
NJ												
NM												
NY		X	\$150,000.00	4	\$150,000.0	0	\$0.00		X			
NC												
ND												
ОН		×	\$784,676.83	1	\$784,676.1	0	\$0.00		X			
ОК												
OR												
PA												
RI	· · · · · · · · · · · · · · · · · · ·			-		<u> </u>						
sc												
SD												
TN					<u> </u>							
TX								<u>                                     </u>				
UT		<u> </u>										
VT			4		-		<u> </u>					
VA		×	\$522,984.61	1	\$522,984.6	0	\$0.00		X			
WA			The state of the s									
wv			2									
wı												

	APPENDIX												
1		2	3		4								
	to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)		amount purchased in State							
State	Yes	No	Promissory Notes	Number of Accredited Investors	Accredited Non-Accredited				No				
WY													
PR													

## **END**